

RECORDATION NO. 15740-13 FILED

SEP 05 '03 1-38 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

September 5, 2003

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of Complete Termination and Release of Security Interests, dated as of September 2, 2003 a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to Conditional Sale Agreement and documents associated therewith, previously filed with the Commission under Recordation Numbers 15740 and 15740-A.

The name and address of the party to the enclosed document are:

Agent/Assignee: The Bank of New York
(Successor to
Irving Trust Company)
101 Barclay Street
New York, NY 10286

Mr. Vernon A. Williams
September 5, 2003
Page Two

A description of the railroad equipment covered by the enclosed document is:

35 GE locomotives SSW 8040 – SSW 8074

and

15 GM locomotives SSW 9620 – SSW 9634

A short summary of the document to appear in the index follows:

Complete Termination and Release of Security Interest

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anr
Enclosures

COMPLETE TERMINATION AND RELEASE OF SECURITY INTERESTS RECORDATION NO. 15740-B FILED

SEP 05 '03 1-38 PM

WITNESSETH

SURFACE TRANSPORTATION BOARD

WHEREAS, by Conditional Sale Agreement, dated as of July 1, 1988 (the "CSA"), the General Electric Company ("GE") and General Motors Corporation ("GM") agreed to manufacture and sell to St. Louis Southwestern Railway Company ("SSW"), certain railroad equipment described in Schedule A attached hereto (the "Equipment");

WHEREAS, by Agreement and Assignment, dated as of July 1, 1988 (the "Assignment"), GE and GM assigned their interests in the CSA to the Irving Trust Company, as Agent ("Agent"), on behalf of certain institutional investors;

WHEREAS the CSA and the Assignment were duly filed and recorded with the Interstate Commerce Commission on July 25, 1988 at 2:50 p.m. and were assigned Recordation Numbers 15740 and 15740-A respectively;

WHEREAS, Union Pacific Railroad Company has succeeded to the interests of SSW and the Bank of New York has succeeded to the interests of Irving Trust Company;

WHEREAS, this Instrument is executed to evidence for the public record the satisfaction and release of all the rights and obligations of the parties under the CSA and the Assignment;

WHEREAS, Union Pacific Railroad Company hereby requests, authorizes and directs the Bank of New York to execute this Instrument; and

NOW THEREFORE, in consideration of the premises, The Bank of New York, to its knowledge without independent investigation and based upon an opinion of counsel dated as of August 27, 2003 provided to it by Union Pacific Railroad Company, does hereby acknowledge: (i) the full and complete satisfaction of all obligations under the CSA and the Assignment other than those rights and obligations which by their terms survive; (ii) the release of all rights, obligations, and security interests in the Equipment, whether arising under the CSA and the Assignment, or any other instruments executed pursuant thereto; and (iii) the reassignment to Union Pacific all of the rights, title and interests of Agent in the Equipment;

This Instrument is to be filed and recorded with the Surface Transportation Board pursuant to the provisions of 49 U.S.C. Section 11301.

IN WITNESS WHEREOF, this Instrument has been executed as of the 2 day of September, 2003.

THE BANK OF NEW YORK

By: Thomas B. Zakrzewski

Name: THOMAS B. ZAKRZEWSKI
VICE PRESIDENT

Title: _____

STATE OF New York)
COUNTY OF Bronx) ss:

On this 2 day of SEPTEMBER, 2003, before me, a notary public in and for the county and state aforesaid, personally appeared THOMAS B. ZAKRZEWSKI, to me personally known, who, being by me duly sworn, says that he/she is a VICE PRESIDENT of The Bank of New York, that the said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the corporation.

William J. Cassels
NOTARY PUBLIC

My commission expires:

WILLIAM J. CASSELS
Notary Public, State of New York
No. 01CA5027729
Qualified in Bronx County
Commission Expires May 18, 2006

UNION PACIFIC RAILROAD COMPANY

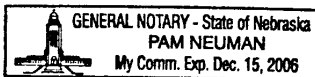
By: Gary W. Grosz

Name: Gary W. Grosz

Title: Assistant Treasurer

STATE OF NEBRASKA)
) ss:
COUNTY OF DOUGLAS)

On this 4th day of September, 2003, before me, a notary public in and for the county and state aforesaid, personally appeared Gary W. Grosz, to me personally known, who, being by me duly sworn, says that he/she is a Asst. Treasurer of Union Pacific Railroad Company, that the said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the corporation.



Pam Neuman
NOTARY PUBLIC

My commission expires: 12-15-06

SCHEDULE A

35 GE 4000 HP Locomotives

SSW 8040-8074

15 GM 3800 HP Locomotives

SSW 9620-9634